



RECORDATION NO. **30932** FILED

SEP 25 '13 -9 20 AM

SURFACE TRANSPORTATION BOARD

The Greenbrier Companies, Inc

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

September 20, 2013

VIA FEDERAL EXPRESS

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, DC 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Rider No 3 dated October 1, 2012, to Lease Agreement dated as of August 1, 2005, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is check number C11K258407 for \$42.00 covering the required recordation fee, payable to the order of the Surface Transportation Board.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Lessee: Eastern Maine Railway Company
c/o New Brunswick Southern Railway Company Ltd
11 Gifford Road
Saint John, NB E2L5B6
CANADA

A description of the railroad equipment covered by the enclosed document is:

Thirty (30) 7,400 to 7,452 cubic foot capacity woodchip gondola railcars, bearing AOK marks: nineteen (19) cars numbered within the series 6001 through 6080, and eleven (11) cars numbered within the series 31015 through 31031, and as more particularly set forth in the exhibit attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief
Surface Transportation Board
September 20, 2013
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A short summary of the enclosed document to appear in the Board's Index is

Memorandum of Lease Agreement for Rider No. 3.

If you have any questions, please do not hesitate to call

Sincerely,

A handwritten signature in black ink, appearing to read "S. Blasquez". The signature is fluid and cursive, with a large initial "S" and a stylized "B".

Summer Blasquez
Paralegal

SCB:ms
Enclosure

SEP 25 '13 -9 20 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RIDER NO. 3 DATED OCTOBER 1, 2012

TO LEASE AGREEMENT DATED AUGUST 1, 2005

BETWEEN

***GREENBRIER LEASING COMPANY LLC,
formerly known as Greenbrier Leasing Corporation ("LESSOR")***

AND

EASTERN MAINE RAILWAY COMPANY ("LESSEE")

This is a Memorandum of Rider No. 3 dated and effective as of October 1, 2012 to a Lease Agreement made and entered into as of August 1, 2005, by and between GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company, formerly known as Greenbrier Leasing Corporation ("Lessor"), and EASTERN MAINE RAILWAY COMPANY, a Maine corporation ("Lessee")

WITNESSETH:

1. Lessor has agreed to furnish to Lessee and Lessee has agreed to lease from Lessor thirty (30) 7,400 to 7,452 cubic foot capacity woodchip gondola railcars marked and numbered as set forth in Exhibit A hereto.
2. Rider No. 3 to the Lease Agreement will be effective as of the date first set forth hereinabove and will remain in effect through the lease term, as described in the Lease Agreement and Rider No. 3, as each may be amended from time to time

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

LESSOR.

GREENBRIER LEASING COMPANY LLC

BY [Signature]

NAME: Larry Stanley

TITLE: Senior Vice President

LESSEE:

EASTERN MAINE RAILWAY
COMPANY

BY: [Signature]

NAME: W. J. Dever

TITLE: Vice President

BY: [Signature]

NAME: W. J. Dever

TITLE: Assistant Secretary



STATE OF OREGON

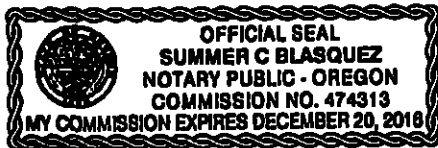
)

) ss.

COUNTY OF CLACKAMAS

)

On this 11th day of SEPTEMBER 2013, before me personally appeared LARRY D. STANLEY, to me personally known, who being by me duly sworn, says that ~~she~~ is the SENIOR VICE PRESIDENT of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and ~~she~~ acknowledged that the execution of the said instrument was ~~her~~ or his free act and deed.



Summer C Blasquez
NOTARY PUBLIC
My commission expires 12/20/2016

PROVINCE

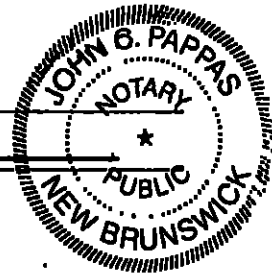
STATE OF NEW BRUNSWICK

) ss.

COUNTY OF SAINT JOHN

On this 20th day of AUGUST, 2013, before me personally appeared WAYNE T. POWER, to me personally known, who being by me duly sworn, says that ~~she~~ is the VICE PRESIDENT of Eastern Maine Railway Company and that the foregoing instrument was signed on behalf of said corporation, and ~~she~~ acknowledged that the execution of the said instrument was her or his free act and deed.

John G. Pappas
NOTARY PUBLIC
My commission expires _____



PROVINCE

STATE OF NEW BRUNSWICK

) ss.

COUNTY OF SAINT JOHN

On this 20th day of AUGUST, 2013, before me personally appeared WILLIAM T. DEVER, to me personally known, who being by me duly sworn, says that ~~she~~ is the ASSISTANT SECRETARY of Eastern Maine Railway Company and that the foregoing instrument was signed on behalf of said corporation, and ~~she~~ acknowledged that the execution of the said instrument was her or his free act and deed.

John G. Pappas
NOTARY PUBLIC
My commission expires _____

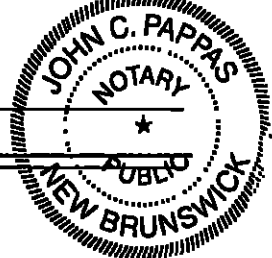


EXHIBIT A

Mark	Number
AOK	6001
AOK	6009
AOK	6013
AOK	6017
AOK	6018
AOK	6021
AOK	6022
AOK	6025
AOK	6027
AOK	6028
AOK	6039
AOK	6045
AOK	6049
AOK	6052
AOK	6053
AOK	6063
AOK	6077
AOK	6079
AOK	6080
AOK	31015
AOK	31016
AOK	31017
AOK	31018
AOK	31019
AOK	31020
AOK	31024
AOK	31025
AOK	31027
AOK	31030
AOK	31031
Total	30 Curs